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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS, ALUMAX MILL PRODUCTS, ALCOA AUTOMOTIVE CASTINGS,  
ALCOA EXTRUSIONS, INC. AND SPCP GROUP, L.L.C. (I) COMPROMISING  
AND ALLOWING PROOFS OF CLAIM NUMBERS 12006 AND 12007 AND  
(II) DISALLOWING AND EXPUNGING PROOF OF CLAIM NUMBER 12009

(ALCOA AND SPCP GROUP, L.L.C.)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Alumax Mill Products, Inc., Alcoa Automotive Castings, Alcoa Extrusions, Inc. (collectively, "Alcoa"), and SPCP Group, L.L.C. respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, Alumax Mill Products, Alcoa Automotive Castings, Alcoa Extrusions, Inc. And SPCP Group, L.L.C. (I) Compromising And Allowing Proofs Of Claim Numbers 12006 And 12007 And (II) Disallowing And Expunging Proof Of Claim Number 12009 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 28, 2006, Alumax Mill Products, Inc. filed proof of claim number 12006 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$713,498.23 stemming from obligations under various contracts ("Claim 12006").

WHEREAS, on July 28, 2006, Alcoa Automotive Castings filed proof of claim number 12007 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$752,684.74 stemming from obligations under various contracts ("Claim 12007").

WHEREAS, on July 28, 2006, Alcoa Extrusions, Inc. filed proof of claim number 12009 against DAS LLC, which asserts an unsecured non-priority claim in the amount of \$77,872.57 stemming from obligations under various contracts ("Claim 12009," together with

Claim 12006 and Claim 12007, the "Claims").

WHEREAS, on December 22, 2006, Alcoa filed the Notice Of Partial Transfer For SPCP Group, L.L.C. Re: Alcoa Automotive Castings A Michigan Partnership (Docket No. 6276) partially transferring \$268,346.36 of Claim 12007 to SPCP Group, L.L.C. as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, LTD (collectively, "SPCP Group, L.L.C.," together with Alcoa, the "Alcoa Claimants"), resulting in the amount of \$484,338.38 of Claim 12007 in favor of Alcoa.

WHEREAS, on February 27, 2007, Alcoa filed the Notice Of Partial Transfer Of Claim For SPCP Group, L.L.C. Re: Alumax Mill Products, Inc. (Docket No. 7061) partially transferring \$329,238.02 of Claim 12006 to SPCP Group, L.L.C. resulting in the amount of \$384,260.21 of Claim 12006 in favor of Alcoa.

WHEREAS, on December 21, 2007, the Debtors objected to the Claims pursuant to the Debtors' Twenty-Fourth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (A) Duplicate Or Amended Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification, Modified Claims Asserting Reclamation, And Claim Subject To Modification That Is Subject To Prior Order (Docket No. 11588) (the "Twenty-Fourth Omnibus Claims Objection").

WHEREAS, on January 17, 2008, Alcoa filed The Response Of Alumax Mill Products, Inc., Alcoa Automotive Castings, A Michigan Partnership And Alcoa Extrusions, Inc. To The Debtors' Twenty-Fourth Omnibus Objection Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To (A) Duplicate Or Amended Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification, Modified Claims Asserting Reclamation, And Claim Subject To Modification That Is Subject To

Prior Order (Docket No. 12222) (the "First Response").

WHEREAS, on August 21, 2009, the Debtors objected to Claim 12006 and Claim 12007 pursuant to the Debtors' Thirty-Fifth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (I) Expunge (A) Books And Records Claim, (B) Certain Salaried Pension And OPEB Claims, (C) Certain Wage And Benefit Claims, And (D) Certain Individual Workers' Compensation Books And Records Claims And (II) Modify And Allow Certain Claims (Docket No. 18826) (the "Thirty-Fifth Omnibus Claims Objection").

WHEREAS, on September 18, 2009, Alcoa and SPCP Group, L.L.C. (together, the "Alcoa Claimants") filed the Response Of Alumax Mill Products, Inc., Alcoa Automotive Castings, A Michigan Partnership, And SPCP Group L.L.C. To The Debtors' Thirty-Fifth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (I) Expunge (A) Books And Records Claim, (B) Certain Salaried Pension And OPEB Claims, (C) Certain Wage And Benefit Claims, And (D) Certain Individual Workers' Compensation Books And Records Claims And (II) Modify And Allow Certain Claims (Docket No. 18907) (the "Second Response," together with the First Response, the "Responses").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized

Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, to resolve the Twenty-Fourth Omnibus Claims Objection and Thirty-Fifth Omnibus Claims Objection and with respect to the Claims, the Reorganized Debtors and the Alcoa Claimants entered into this Stipulation, pursuant to which the Reorganized Debtors and the Alcoa Claimants agreed that (i) Claim 12006 should be allowed as a general unsecured non-priority claim in the amount of \$2,163,760.89 in favor of Alcoa, with the remainder of \$329,238.02 allowed in favor of SPCP Group, L.L.C. against DPH-DAS LLC, (ii) Claim 12007 should be allowed as a general unsecured non-priority claim in the amount of \$8,967.88 in favor of Alcoa, with the remainder of \$268,346.36 allowed in favor of SPCP Group, L.L.C. against DPH-DAS LLC, and (iii) Claim 12009 should be disallowed and expunged in its entirety.

NOW, THEREFORE, the Reorganized Debtors and the Alcoa Claimants stipulate and agree as follows:

1. Claim 12006 shall be allowed in the amount of \$2,492,998.91 in favor of SPCP Group, L.L.C., and shall be treated as an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.

2. Claim 12007 shall be allowed in the amount of \$8,967.88 in favor of Alcoa, with the remainder of \$268,346.36 allowed in favor of SPCP Group, L.L.C., and shall be treated as an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.

3. Claim 12009 is hereby disallowed and expunged in its entirety.

4. Any and all remaining reclamation claims asserted on behalf of Alcoa are

hereby withdrawn with prejudice.

5. The Responses are hereby deemed withdrawn with prejudice.

6. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

7. This Stipulation relates solely to those matters arising out of or related to the Claims and does not impact, alter or affect any other proofs of claim that SPCP Group, L.L.C. has filed or owns against the Reorganized Debtors.

8. The Clerk of the Court and/or the Reorganized Debtors' claims agent are authorized to reflect the foregoing on the official claims register maintained in the Reorganized Debtors' cases.

So Ordered in White Plains, New York, this 29th day of June, 2010

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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